

SHARE CAPITAL

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Assuming the [REDACTED] is not exercised, the share capital of the Company immediately following the [REDACTED] and the [REDACTED] will be as follows:

Authorised:

HK\$

<u>[1,000,000,000]</u>	Shares of HK\$0.01 each	<u>[10,000,000.00]</u>
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Issued or to be issued, fully paid or credited as fully paid:

1	Share in issue as at the Latest Practicable Date	0.01
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
<u>[REDACTED]</u>	Shares to be issued pursuant to the [REDACTED]	<u>[REDACTED]</u>
<u>[REDACTED]</u>	Shares	<u>[REDACTED]</u>

Assuming the [REDACTED] is exercised in full, the share capital of the Company immediately following the [REDACTED] and the [REDACTED] will be as follows:

Authorised:

HK\$

<u>[1,000,000,000]</u>	Shares of HK\$0.01 each	<u>[10,000,000.00]</u>
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Issued or to be issued, fully paid or credited as fully paid:

1	Share in issue as at the Latest Practicable Date	0.01
[REDACTED]	Shares to be issued pursuant to the [REDACTED]	[REDACTED]
[REDACTED]	Shares to be issued pursuant to the [REDACTED] and the [REDACTED]	[REDACTED]
<u>[REDACTED]</u>	Shares	<u>[REDACTED]</u>

MINIMUM PUBLIC FLOAT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, at the time of Listing and at all times thereafter, the Company must maintain the minimum prescribed percentage of 25% of the issued share capital of the Company in the hands of the public (as defined in the GEM Listing Rules).

RANKING

The [REDACTED] Shares and the Shares which may be issued under the [REDACTED] will rank equally with all Shares now in issue or to be allotted and issued and will qualify for all dividends or other distributions declared, made or paid after the date of this document save for the entitlements under the [REDACTED].

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SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme. A summary of its principal terms is set out in the section headed “D. Share Option Scheme” in Appendix IV to this document.

GENERAL MANDATE TO ISSUE SHARES

Subject to the [REDACTED] becoming unconditional, the Directors have been granted a general unconditional mandate to allot and issue and deal with the unissued Shares with an aggregate nominal value of not more than:

- (a) 20% of the aggregate nominal value of the share capital of the Company in issue immediately following completion of the [REDACTED] and the [REDACTED] (excluding any Shares that may be issued pursuant to the exercise of the [REDACTED] or options that may be granted under the Share Option Scheme); and
- (b) the aggregate nominal value of the share capital of the Company repurchased by the Company (if any) pursuant to the general mandate to repurchase Shares as described below.

The Directors may, in addition to the Shares which they are authorised to issue under the mandate, allot, issue and deal in Shares pursuant to a rights issue, an issue of Shares pursuant to the exercise of subscription rights attaching to any warrants of the Company, scrip dividends or similar arrangements providing for the allotment of Shares in lieu of the whole or in part of any cash dividends or options to be granted under the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted or upon the exercise of the [REDACTED].

For further details of this general mandate, see the paragraph headed “5. Written resolutions of the sole Shareholder passed on [REDACTED]” in the section headed “A. Further information about the Company” in Appendix IV to this document.

GENERAL MANDATE TO REPURCHASE SHARES

Subject to the [REDACTED] becoming unconditional, the Directors have been granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total nominal value of not more than 10% of the aggregate nominal value of the Company’s share capital in issue immediately following completion of the [REDACTED] and the [REDACTED] (excluding any Shares that may be issued pursuant to the exercise of the [REDACTED] or options that may be granted under the Share Option Scheme).

This mandate only relates to repurchases made on the Stock Exchange, or on any other stock exchange on which the Shares are listed (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are in accordance with all applicable laws and the requirements of the GEM Listing Rules. A summary of the relevant GEM Listing Rules is set out in the paragraph headed “Repurchase by the Company of its own securities” in the section headed “Further information about the Company” in Appendix IV to this document.

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The general mandate to issue and repurchase Shares will expire:

- (a) at the conclusion of the next annual general meeting of the Company;
- (b) at the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of the Cayman Islands or the Articles to be held; or
- (c) when varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

For further details of these general mandates, please refer to the paragraphs headed "5. Written resolutions of the sole Shareholder passed on [REDACTED]" and "6. Repurchase of the Shares" respectively in the section headed "A. Further information about the Company" in Appendix IV to this document.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

As a matter of the Companies Law, an exempted company is not required by law to hold any general meetings or class meetings. The holding of general meeting or class meeting is prescribed for under the articles of association of a company. Accordingly, the Company will hold general meetings as prescribed for under the Articles, a summary of which is set out in the section headed "Summary of the Constitution of our Company and the Cayman Islands Company Law" in Appendix III to this document.